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12027-A

RECORDATION NO. 12027-A Filed 1425

SEP 5 1980

Date 10.00

SEP 5 - 1980-9 00 AM

INTERSTATE COMMERCE COMMISSION

Washington, D.C.

September 5, 1980

RECEIVED
SEP 5 8 57 AM '80
I.C.C.
FEE OPERATION BR.

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20434

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. Section 11303 are the original and counterparts of Amendment No. 1 dated as of July 1, 1980 (the "Amendment to Lease") amending and supplementing an Equipment Lease Agreement dated as of July 1, 1980 (the "Original Lease"), which Original Lease was filed with your office at 8:50 a.m. on July 23, 1980 and was assigned Recordation Number 12027.

A general description of the railroad rolling stock covered by the Lease is set forth in Schedule 1 - Description of Units attached to this letter and made a part hereof. I direct your attention to the fact that on or about September 8, 1980, cars governed by the Original Lease, as amended, and formerly bearing identification marks XTRX 76593 - XTRX 76692, inclusive, will be repainted so as to thereafter bear, respectively, the identification marks MILW 101700 - MILW 101799, inclusive.

The names and addresses of the parties to the Lease are:

Lessor: United States Trust Company of New York,
as Trustee under a Trust Agreement
dated as of June 15, 1980,
as amended and restated by an
Amended Trust Agreement dated as of
June 15, 1980
45 Wall Street
New York, New York 10005

Lessee: XTRA Leasing, Inc.
c/o X-L-Co., Inc.
60 State Street
Boston, Massachusetts 02109

The undersigned is an executive officer of the Lessee which is a party to the enclosed document and has knowledge of the matters set forth herein.

Please return the original copy and two counterparts of the Lease to Charles T. Kappler, Esq., Alvord and Alvord, Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

XTRA LEASING, INC.

By

William D. Evans
Title Sec.

SCHEDULE 1

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

Manufacturer: Portec, Inc.

Number of Cars: 351

Identifying Marks: XTRX 76577-XTRX 76592, inclusive; XTRX 76593-XTRX 76692, inclusive (which cars bearing identifying marks XTRX 76593-XTRX 76692, inclusive, on or about September 8, 1980, will be repainted so as to thereafter bear, respectively, indentifying marks MILW 101700-MILW 101799, inclusive) XTRX 76693-XTRX 76927, inclusive.

Purchase Agreement: XTRA Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

Manufacturer: Richmond Tank Car Company

Number of Cars: 385

Identifying Marks: XTRX 75958-XTRX 76082 inclusive; XTRX 76188-XTRX 76347 inclusive; MILW 101800- MILW 101899, inclusive.

Purchase Agreement: Letter Order of ITEL Corporation, dated November 30, 1978, accepted December 11, 1978 by Richmond Tank Car Company, as amended.

Manufacturer: FMC Corporation, Marine and Rail Equipment Division

Number of Cars: 90

Identifying Marks: XTRX 76983-XTRX 76999 inclusive; XTRX 77010-XTRX 77082 inclusive.

Purchase Agreement: XTRA Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

Interstate Commerce Commission
Washington, D.C. 20423

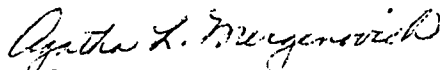
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord and Alvord
918 Sixteenth St. N. W.
Washington, D. C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/5/80 at 9:00AM, and assigned re-recording number(s). 12027-A, & 12028-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SEP 5 - 1980-9 00 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 1, dated as of July 1, 1980, to EQUIPMENT LEASE AGREEMENT, dated as of July 1, 1980, between UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation not in its individual capacity but solely as Trustee under the Trust Agreement, as defined by reference in Section 1 hereof (herein, together with any successor Trustee then acting as such as permitted under the Trust Agreement, called "Lessor"), and XTRA LEASING, INC. a Delaware corporation (herein, together with its permitted successors and assigns, called "Lessee").

W I T N E S S E T H :

WHEREAS, the parties hereto have entered into an Equipment Lease Agreement dated as of even date herewith (the "Lease") providing for the lease of certain Units (as defined therein) by Lessor to Lessee;

WHEREAS, the parties hereto intend to increase the number of Units covered by the Lease;

NOW, THEREFORE, IT IS AGREED THAT:

1. Any term not defined herein shall have its respective meaning as set forth in the Lease.

2. The definition of "Participation Agreement" contained in Section 1(a) of the Lease is amended to read in its entirety as follows:

TO THE EXTENT, IF ANY, THAT THIS AMENDMENT NO. 1 TO LEASE CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION) NO SECURITY INTEREST IN THIS AMENDMENT NO. 1 TO LEASE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART, WHICH SHALL BE IDENTIFIED AS THE COUNTERPART CONTAINING THE RECEIPT THEREFOR EXECUTED BY THE LENDER (AS DEFINED HEREIN BY REFERENCE) ON THE SIGNATURE PAGE HEREOF.

"Participation Agreement" shall mean the Amended Interim Participation Agreement, dated as of July 1, 1980, among Lessee, the Owner, the Lender and the Lessor as originally executed and delivered, and as the same may from time to time be further amended, supplemented or modified, in accordance with its terms.

3. Schedule A to the Lease is amended to read in its entirety as set forth in Schedule A hereto.

4. Pursuant to Section 8(b) of the Lease, the road numbers of cars numbered XTRX 76593 - XTRX 76692 will be renumbered, on or about September 8, 1980, and such numbers are reflected in Schedule A hereto.

5. Except as provided herein, the Lease shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to Equipment Lease to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

[Corporate Seal]

UNITED STATES TRUST COMPANY
OF NEW YORK, not in its
individual capacity but
solely as Trustee as
aforesaid

Attest:

Stephen J. Kala
Assistant Secretary

By Thomas B. Zehner
Assistant Vice President

[Corporate Seal]

XTRA LEASING, INC.

Attest:

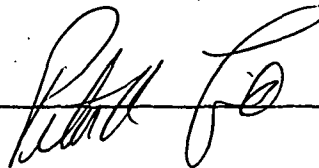
William Evan
Secretary

By E. J. P. P.
President

Pursuant to Section 19(b) of the Lease, the undersigned consents to this Amendment No. 1.

THE CHASE MANHATTAN BANK, N.A.

By

A handwritten signature in dark ink, appearing to be "R. M. Lo", is written over a horizontal line. The signature is stylized and cursive.

SCHEDULE A OF
EQUIPMENT LEASE
AGREEMENT

DESCRIPTION OF UNITS

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Number of Cars: 351

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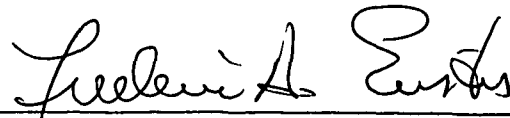
Purchase Agreement: XTRA Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 4th day of September, 1980, before me personally appeared Edward P. Roberts, to me personally known, who being by me duly sworn, says that he is the President of XTRA Leasing, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My commission expires



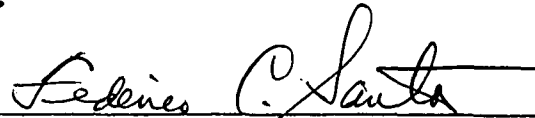
FREDERIC A. EUSTIS
Notary Public, State of New York
No. 31-4680133
Qualified in New York County
Commission Expires March 30, 1982

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 4th day of September, 1980, before me personally appeared ~~Thomas~~ ZAKRZEWSKI to me personally known, who, being by me duly sworn, says that he/she is an ~~authorized officer~~ *ASST. Vice Pres* of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My commission expires



FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1981